NICK SPENCER
FEDERICO VICENTINI
ZÉ CARLOS
MARK BAGLEY
CARLOS GOMEZ
ALEX SINCLAIR

the AMAZING SPIDER-MAN

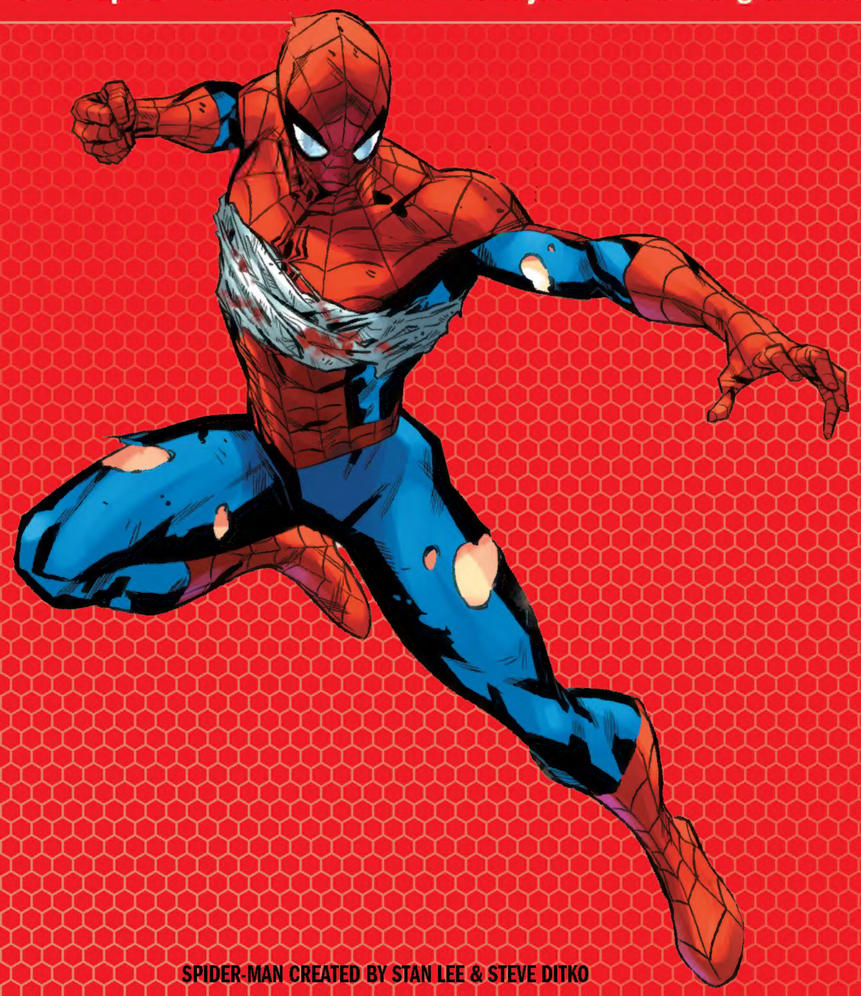
WHAT COST VICTORY?

MARVEL

The Punisher

Grad school was always a challenge for Peter, but it pales in comparison with the mysterious and powerful villain named Kindred who could have easily killed Spider-Man. Kindred exhumed the bodies of everyone Spider-Man lost to teach Peter a lesson, and it was only through an extraordinary intervention by Norman Osborn that Peter and his girlfriend Mary Jane were saved. Why did Norman help? He had just figured out that Kindred was actually his son Harry and hoped to save Harry from himself. NYPD CSI Carlie Cooper examined the exhumed bodies and made a startling discovery. Before she could alert Spider-Man, she was kidnapped by Kindred and thrown into a prison cell with none other than...Harry Osborn?!

Meanwhile, many of Spider-Man's other foes have been gathering in the wings...which never bodes well for Spider-Man. Sure would be nice to just be a normal grad student...



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the AMAZING SPIDER-MAN

WHAT COST VICTORY?

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#73 VARIANT BY
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70

PRELUDE TO SINISTER WAR

EMPIRE STATE UNIVERSITY.

LOOK, I'M NOT GONNA LIE.

THINGS AREN'T EXACTLY LOOKING UP.

I HAVE BAD GUYS ON THE LOOSE EVERYWHERE AROUND ME. MY ROOMMATE BETRAYED ME AND I JUST LOST ANOTHER JOB.

BUT SOMETIMES WE HAVE TO TAKE COMFORT IN THE *LITTLE* THINGS. LIKE THIS MORNING, SOMEHOW NOTHING CAME UP, AND MIRACULOUSLY I'M ACTUALLY *EARLY* TO--

--CLASS.

OH NO. THE DOOR TO THE LAB--

DOC? CURT?

PETER...

DOC! WHAT--WHAT HAPPENED?

IT'S *GONE*, PETER.

YEARS OF TRYING TO FIND A WAY. NOW IT'S FINALLY HAPPENED--

"--AND IT'S *ALL MY FAULT.*"

THE NIGHT BEFORE.

THE WORK IS NEARLY COMPLETE. READY TO BEGIN HUMAN TRIALS. OR...*SOMETIMES* HUMAN, I SUPPOSE.

I'VE BEEN TRYING TO UPGRADE THE CAPABILITIES OF THE *ISOTOPE-GENOME ACCELERATOR* FOR *MONTHS* NOW--

--EVER SINCE I FIRST RETURNED TO *EMPIRE STATE UNIVERSITY.*

THE ACCELERATOR HOLDS ENORMOUS PROMISE AS A MEANS TO ISOLATE AND SEPARATE, FROM A HOST, UNWANTED...*ILLNESSES* OF ALL TYPES. BUT SO FAR, ITS RESULTS HAVE BEEN MIXED.

AT LEAST SO FAR AS I CAN TELL.

BUT RECENT BREAKTHROUGHS LEAVE ME ON THE CUSP OF SOMETHING GREAT.

SOMETHING THAT CAN *CHANGE LIVES.*

OF COURSE, I HAVE *OBLIGATIONS* HERE. TO THE UNIVERSITY, TO THE SCIENTIFIC COMMUNITY. BUT I CAN'T HELP THINKING ABOUT WHAT THIS WILL MEAN FOR MY FAMILY.

AND FOR *ME.*

CURT CONNORS. IF YOU NEVER HAD MY FRIENDSHIP...

...AT LEAST NOW YOU HAVE MY *RESPECT.*

OTTO OCTAVIUS!

DOCTOR OCTOPUS WILL SUFFICE. I TRUST MY COLLEAGUES NEED NO INTRODUCTION.

THOUGH *ONE* OF THEM SEEMS TO BE EAGER TO *MAKE* ONE.

SNIFF-SNIFF

OTTO, WHATEVER YOU'RE AFTER--WHATEVER YOU'RE PLANNING TO *DO*--

ME? I'M NOT GOING TO DO ANYTHING, PROFESSOR.

I'M ONLY HERE TO BEAR WITNESS.

IS THAT SO? WELL--

--WITNESS THIS.

TSSH

KAFF NOW, NOW, CURT...

...WE MUSTN'T RUN FROM OUR *AMBITIONS.*

YES... JUST LOOK AT *THIS*--THE JOY OF DISCOVERY. THE MOMENT OF YOUR *TRIUMPH.*

COME ACCEPT YOUR *REWARD.*

OCTAVIUS, *LISTEN* TO ME--YOU DON'T WANT TO *DO* THIS!

HH. PERHAPS YOU'RE RIGHT.

BUT *YOU* DO. YOUR GREATEST WISH--TO BE FREE.

IT'S NOT HOW YOU IMAGINED IT THOUGH, IS IT?

NO-- *STOP!*

HOW DELIGHTFULLY *FAUSTIAN.*

WH-WHAT HAPPENED?

NO.

POOR CURT-- HE DOESN'T DESERVE *ANY* OF THIS--

--EVEN IF HE *THINKS* HE DOES.

MY FAULT. I DID THIS.

I SHOULD'VE THOUGHT MORE ABOUT THE RISKS.

NOW I'VE LET THE MONSTER LOOSE ON THE *WORLD*.

THE MONSTERS ARE ALREADY OUT THERE, DOC. YOU LET *ME* WORRY ABOUT THEM--

--WHILE *YOU* GET BACK TO YOUR FAMILY.

CURT?! WE WERE SO WORRIED!

PETER... YOU HAVE TO TELL SPIDER-MAN-- HE HAS TO FIND *THE LIZARD!*

THWIP

AND THAT'S JUST WHAT I'M *GONNA* DO.

BUT IF THE *SINISTER SIX* IS BACK IN ACTION, THAT'S ONLY THE START OF MY PROBLEM.

I NEED TO MOVE FAST. AND I NEED--

ANSWERS.

I NEED ANSWERS, AND I NEED 'EM FAST.

AVENGERS MANSION.

I'M TERRIBLY SORRY, MS. WATSON. I WISH I COULD BE OF MORE HELP--

--BUT CARLIE COOPER'S WHEREABOUTS ARE A *MYSTERY* TO ME.

"OF COURSE, WHEN SHE WAS ABSENT FROM OUR *LOOKUPS* MEETINGS, I REACHED OUT...

"...AND RECEIVED A SOMEWHAT *TERSE* TEXT MESSAGE BACK, SAYING SHE'D HAD TO LEAVE TOWN VERY SUDDENLY."

SOMETHING TELLS ME THAT ISN'T EXACTLY ON THE *UP-AND-UP.*

IT'S THE SAME STORY EVERYWHERE I GO. HAS BEEN--

--EVER SINCE *OVERDRIVE* (USUALLY A BAD GUY) TRIED TO WARN ME THAT SOMETHING MAY HAVE HAPPENED TO CARLIE.

SO I STARTED ASKING AROUND.

HER LANDLORD--

--HER CO-WORKERS--

--HER SUPPORT STRUCTURE.

NOW I'M *CONVINCED*. MY FRIEND IS IN SOME REAL DANGER. I HAVE TO *FIND* HER. TROUBLE IS--

--I HAVE NO IDEA WHERE TO EVEN *LOOK*.

AS SOMEONE WHO'S BEEN HERE A WHILE, I DON'T EXPECT ANYONE TO FIND US ANYTIME SOON, CARLIE.

MIGHT AS WELL KEEP EACH OTHER COMPANY IN THE MEANTIME.

HOW'S THIS FOR A CONVERSATION STARTER--HOW DID YOU EVEN END UP HERE? MAYBE IF WE COMPARE NOTES...

SURE, I'LL BITE. BUT YOU FIRST, HARRY-- SOMETHING TELLS ME *YOUR* STORY'S A LOT MORE *INTERESTING.*

IT'S ALL MY FAULT.

"I FINALLY HAD EVERYTHING I'D EVER DREAMED OF.

"A NEW LIFE. A NEW *FAMILY.*

"BUT THE OLD ONE JUST WOULDN'T *LET GO* OF ME.

"SOME OLD, DORMANT *OSCORP* ACCOUNTS SUDDENLY STARTED UP AGAIN, WITH ALL KINDS OF STRANGE TRANSACTIONS.

"WHICH LED ME TO ONE OF MY FATHER'S EUROPEAN REAL ESTATE HOLDINGS WITH A TORTURED HISTORY OF ITS OWN.

"OF COURSE, I NEVER EVEN MADE IT TO THE FRONT GATE BEFORE *HE* SHOWED UP.

"CALLS HIMSELF *KINDRED.*

"HE'S THE ONE WHO STUCK ME IN THIS CELL *MONTHS* AGO."

SAME AS YOU.

YOUR TURN, COOPER.

GO ON, CARLIE--TELL HIM THE STORY.

JUST MAKE SURE TO LEAVE OUT SOME KEY DETAILS FOR THE TIME BEING...

YOU WERE AT THE MORGUE, EXAMINING THE BODIES THIS *KINDRED* GUY EXHUMED, WHEN YOU REALIZED SOMETHING WASN'T RIGHT.*

*BACK IN ASM #56! --NL

THERE WAS AN *EXTRA* BODY. AND WHEN YOU PULLED THE SHEET BACK...

...THERE LAY *HARRY OSBORN.*

THE SAME MAN SITTING NEXT TO YOU *NOW.*

YEAH, PROBABLY BEST TO KEEP THAT *QUIET* FOR NOW--

--I MEAN SOMEONE HAS TO FIND US *EVENTUALLY*, RIGHT?

♫ FOR HE'S A JOLLY GOOD FEL-ON, ♫ FOR HE'S A JOLLY GOOD FEL-ON ♫

WELL, WELL, WELL, IF IT ISN'T OUR OLD TEAMMATE ***OVERDRIVE***. COME CRAWLIN' BACK NOW THAT YOU HEARD ABOUT BOOMERANG'S ***BIG WIN*** AGAINST SPIDER-MAN?

BEST YOU CHANGE LANES, ***SPEED DEMON***--

--I'M HERE TO TALK TO THE MAN OF THE HOUR.

IZZAT SO? HEARD YOU WAS A ***GOOD GUY*** NOW? YOU TRYNNA BRING ME IN?

HARDLY. WE BETTER SWITCH THAT BOOZE FOR ***COFFEE***, FRED--

--I WANNA OFFER YOU A ***JOB***.

NOTHING...

HOURS OF SCOURING THE CITY AND NOTHING.

NO SIGN OF OCK AND HIS NEW CRONIES, WHICH SHOULD COME AS A RELIEF--

--BUT ALL I FEEL IS DREAD.

STOP KIDDING YOURSELF, PARKER. YOU KNOW WHERE ALL THIS COMES FROM.

YOU KNOW WHO'S REALLY BEHIND IT.

WAIT HERE.

AND YOU KNOW EXACTLY WHERE IT LEADS.

YOU'VE DONE GOOD, OTTO.

I SEE THE GANG'S ALL HERE. WELL--

--ALL EXCEPT FOR *ONE.*

I GROW TIRED OF YOUR *GAMES,* DEMON. I HAVE DONE AS YOU ASKED. YOU PROMISED ME ANSWERS ABOUT WHAT'S BEEN *TAKEN* FROM ME.

IN TIME, DOC. IN TIME.

BESIDES, OUR BARGAIN'S NOT *MET* YET. I TOLD YOU THAT YOU COULD PICK YOUR FIVE, BUT THE SIXTH WAS *MINE* TO CHOOSE.

AND I HAVE THE PERFECT CASTING IN MIND.

THE POOR IDIOT. HE THINKS HE'S FINALLY FREE. THAT IT'S ALL *OVER.*

HE OF ALL PEOPLE SHOULD KNOW--

"--THE SHOW MUST GO ON."

IT'S *TIME* NOW, PETE. NO MORE WAITING.

ALL THE PLAYERS ARE *FINALLY* IN PLACE. AND THEY'RE ALL *LOOKING* FOR SOMETHING.

SOME WANT *REVENGE.*

SOME JUST WANT TO MAKE A *NAME* FOR THEMSELVES.

OTHERS ARE LOOKING FOR *REDEMPTION.*

WHILE ANOTHER IS LOOKING FOR *BLOOD.*

AND *ANSWERS?* WELL, WE'RE *ALL* LOOKING FOR THOSE, AREN'T WE?

BUT WE MAY NOT LIKE WHAT WE FIND WHEN WE *GET* THEM.

BECAUSE UNDER THE MYSTERIES AND THE LIES, THERE MIGHT BE SOMETHING LURKING THAT'S MUCH MORE...

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SINISTER WAR PART 1

I DON'T DREAM PETE.

NOT ANYMORE.

BUT IF I DID, THIS IS WHAT I'D SEE.

THE END.

OF COURSE, YOU'LL FIGHT.

TRY TO STOP IT.

TRY TO PUSH BACK THE IMPOSSIBLE WEIGHT.

TRY TO BE FREE.

BUT WE'RE ALL IN A HELL OF YOUR MAKING.

LIVING THROUGH THE CHOICES YOU'VE MADE.

THWIP

SUFFERING FOR THEM.

SCREAMING FOR HELP--

--DYING IN YOUR ARMS.

YOU HAVE *GREAT POWER*, OLD PAL.

AND REST ASSURED...

...YOU'RE *RESPONSIBLE*

WHAT *IS* THIS PLACE?

WHERE IT ALL BEGAN.

"WHERE *MYSTERIO* WAS *BORN.*

"IT WAS ALL SO MUCH *SIMPLER* BACK THEN--

"--THE HERO AND HIS VILLAIN. *JOUSTING.*

"HARD TO UNDERSTAND--

"--HOW IT ALL WENT SO WRONG.

"BUT WHEN DEATH CAME TO ME--*

*IN THE CLASSIC *DAREDEVIL VOL. 2, #7.* --NL

"--IT DID NOT COME EASY.

"I FACED THE PUNISHMENT FOR MY SINS.

"I SUFFERED FOR WHAT FELT LIKE AN ETERNITY.

"UNTIL *HE* FOUND ME.

QUENTIN, QUENTIN, QUENTIN--

HAVE I GOT A DEAL FOR YOU...

"AND SO I WAS RETURNED TO THE MORTAL PLANE. I THOUGHT I WAS FREE.*

"I DID MY MASTER'S BIDDING--

*BACK IN FRIENDLY NEIGHBORHOOD SPIDER-MAN #11-13. --NL

"--AND IN RETURN, HE OPENED THE DOOR TO NEW WORLDS FOR ME.*

*AS SEEN IN SPIDER-MEN! --NL

"BUT AS THE YEARS WENT BY, HIS VISITS GREW LESS AND LESS FREQUENT.

"THE *OLD WAYS* RETURNED, AND I BEGAN TO BELIEVE--"

--I THOUGHT IT WAS OVER. I DIDN'T UNDERSTAND--

"--MY TORTURES WERE ONLY JUST *BEGINNING.*"

WHAT IS HELL, AFTER ALL--

"--IF NOT A STATE OF MIND?"

THIS IS WHERE I LEFT YOU, DAD. ON THE FLOOR AT RAVENCROFT. ALONE--

--BUT NOT EMPTY-HANDED.

NO--

--YOU'VE GOT A VERY IMPORTANT MEETING TO SCHEDULE.

5-1212

DRAKE KENNARD, ESQ.
ALTHOFF & KAVALERCHIK
ATTORNEYS AT LAW

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VERY GLAD YOU COULD FINALLY GET BACK TO US, MR. OSBORN. OUR OFFICE HAS BEEN TRYING TO REACH YOU FOR *WEEKS.*

APOLOGIES, MR. KENNARD, BUT I'M STILL NOT QUITE SURE WHAT THIS IS *REGARDING.*

THE ESTATE OF YOUR FORMER BUSINESS PARTNER--

--MENDEL STROMM. YOU'RE IN THE WILL.

TO MY OLD FRIEND NORMAN, WHO STOLE MY LEGACY FROM ME.

I LEAVE HIM HIS.

STROMM'S INSTRUCTIONS WERE *CLEAR*, MR. OSBORN. HE MERELY WANTED ME TO OPEN THE SAFE DEPOSIT BOX AND SHOW YOU THE CONTENTS.

HE INSISTED YOU WOULD KNOW WHAT IT *MEANT*.

AND YOU *DID*. DIDN'T YOU, NORMAN?

YOU KNEW *EXACTLY* WHAT IT MEANT.

IT'S TIME TO FACE YOUR *SINS*.

WAIT-- THIS PLACE. I *KNOW* IT.

I'VE BEEN HERE BEFORE.

I CAME HERE FOR THERAPY AFTER...

"...AFTER *GWEN* DIED.

"AND IT HELPED. IT *REALLY* DID..."

WHAT DOES *THIS* HAVE TO DO WITH ANYTHING?

IT ONLY PLANTED THE SEEDS. YOU VALUED WHAT YOU GOT OUT OF THOSE SESSIONS SO MUCH--

"--YOU CAME BACK YEARS LATER.

"WHEN YOUR DEAR FRIEND *HARRY OSBORN* DIED."*

*IN SPEC SPIDEY #200! --NL

I FELT SO GUILTY...

BUT YOUR OLD THERAPIST, HE'D RETIRED. SO YOU SOUGHT A NEW ONE-- DO YOU REMEMBER?

"I--I DON'T--"

"YOU *DO*, MJ. FOCUS. LET THE MEMORY COME BACK TO YOU--JUST THE NAME."

"HIS NAME... *FUNNY* NAME...

"LUDWIG.

"LUDWIG RINEHART."

HEY!!!
HEY!!!
ANYONE OUT THERE?!

I KEEP *TELLING* YOU, CARLIE--

--THERE *ISN'T.*

SO THAT'S *IT*, HARRY? YOU GIVE UP, JUST LIKE THAT?

HOW CAN YOU *DO* THAT? I MEAN--

"--DON'T YOU HAVE A FAMILY WAITING FOR YOU OUT THERE?"

IT'S NOT THE FIRST TIME I'VE FAILED THEM.

"OR THE FIRST TIME I'VE LEFT THEM ON THEIR OWN."

TRUTH IS, NO MATTER HOW MUCH *HAPPIER* I AM NOW, NO MATTER HOW I'M TRYING TO MAKE THINGS *RIGHT*, SOMETHING IS STILL...

"...HIDING IN THE SHADOWS.

"TELLING ME NONE OF IT IS *REAL*.

"AND NONE OF IT WILL LAST."

OKAY, ENOUGH OF *THAT.*

PULL IT TOGETHER, OSBORN!

WE *ALL* HAVE OUR REGRETS. BUT THAT'S THE PAST. YOU HAVE PEOPLE COUNTING ON YOU TO GET OUT OF HERE.

CARLIE-- STOP--

NO, *YOU* LISTEN--WE HAVE TO FIND A WAY--

CARLIE, LISTEN TO ME. THERE IS A WAY.

THE DOOR'S OPEN.

NOW WHAT?

I COME HERE SOMETIMES.

TRYING TO FEEL WHAT I ONCE FELT.

MY FRIEND HOLDING MY HAND, LETTING ME GO...

LETTING ME DIE A *HERO*.

BUT NOW...

NOW I DON'T FEEL ANYTHING AT ALL.

LUDWIG RINEHART. THAT'S--*YOU.* YOUR *DISGUISE.*

INDEED.

BUT WHY CAN'T I *REMEMBER* THAT?

MEMORIES ARE TRICKY THINGS.

SOMETIMES THEY CAN LEAD YOU *ASTRAY.*

BUT SADLY, I KNOW MY OWN PAST WITH *CERTAINTY.*

AS WELL AS MY *FUTURE.* I'M SORRY, MJ.

I ALREADY KNOW HOW THIS STORY ENDS.

QUENTIN, WAIT--YOU'VE *CHANGED.* THAT'S NOT WHO YOU *ARE* ANYMORE.

WE ALL HAVE OUR PARTS TO PLAY IN THIS, MARY JANE--

--AND MY BIG SCENE IS APPROACHING.

QUENTIN?

MYSTERIO?

HE'S GONE, MJ.

IT'S JUST *US* NOW.

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SINISTER WAR PART 2

WE ALL MAKE DEALS.

COMPROMISES.

IT'S HOW WE WEATHER THE HARD TIMES.

HOW WE SURVIVE.

NONE OF US CAN DO THAT ALONE.

SO WE FORM BONDS. PARTNERSHIPS--

--TEAMS.

NONE OF US GET *EVERYTHING* WE WANT IN THESE DEALS--

--BUT SOMETIMES IT'S ENOUGH JUST TO GET WHAT WE *NEED*.

THAT'S THE *INTERCONNECTEDNESS* OF THIS LIFE, PETE.

AND THE *NEXT*, AS IT TURNS OUT.

WE ALL AFFECT EACH OTHER.

THE CHOICES YOU MAKE IMPACT YOUR NEIGHBOR, YOUR FRIEND, YOUR *FAMILY*.

GOD KNOWS I ALWAYS THOUGHT OF *YOU* AS FAMILY.

AND THE CHOICES YOU MADE...

THEN AGAIN, WE MAKE DEALS FOR ALL KINDS OF REASONS.

SOMETIMES, IT'S NOT A QUESTION OF SURVIVAL--

...BUT GREED.

YEARS AGO...

AND NOW, THE AWARD FOR OUTSTANDING INNOVATION AND ENTREPRENEURSHIP GOES TO...

...MENDEL STROMM!

FRUSTRATING, ISN'T IT?

BEING OVERSHADOWED BY SOMEONE WHO'S SUPPOSED TO BE AN *EQUAL PARTNER.*

I KNEW A PAIR OF *BROTHERS* ONCE--YOU KNOW WHAT? FORGET IT--LONG STORY.

DO I *KNOW* YOU?

NOT BY NAME. PLEASED TO MEET YOU, NORMAN. I'M A BIG FAN OF YOUR WORK.

I'D LIKE TO TALK TO YOU ABOUT A... UNIQUE OPPORTUNITY THAT MIGHT BE AVAILABLE TO YOU AND *ONLY* YOU. NO MENDEL STROMM REQUIRED.

HE'D BE A POOR FIT FOR AN INVESTMENT IN MY FIELD, AS IT TURNS OUT.

AND WHAT FIELD IS THAT, EXACTLY?

ACQUISITIONS.

WHICH CAN MEAN MANY THINGS--

--BUT YOU KNEW RIGHT AWAY, DIDN'T YOU?

WHERE ALL OF THIS WAS LEADING.

YOU COULD'VE TURNED AWAY THEN. SAID NO.

CLOSED THE DOOR.

BUT WE'RE ALL SLAVES TO OUR NATURE.

WE ARE WHO WE ARE.

HARRY...

HARRY, *PLEASE*-- STOP ALL THIS.

IT'S NOT TOO LATE--

EXCEPT IT *IS*, MJ.

THE CREDITS ARE ABOUT TO ROLL.

BUT BEFORE THEY DO, LIKE ANY GOOD MYSTERY...

...THERE ARE STILL A FEW TWISTS LEFT TO REVEAL THEMSELVES.

"IT'S USELESS."

HARRY, WE'VE BEEN WALKING THESE CATACOMBS FOR *HOURS*--WE'RE JUST GOING IN CIRCLES--

THIS IS NO TIME TO *GIVE UP*, CARLIE-- WE JUST GOTTA FIND A WAY TO--

WAIT-- THERE, IN THE WALL!

I *SEE* SOMETHING!

GIVE ME A HAND! THERE'S SOMETHING THERE-- ON THE OTHER SIDE OF THE--

AHHHH!

CRASH

WAIT-- WHAT *IS* THIS PLACE?

IT LOOKS LIKE--

THE MORGUE...

MY MORGUE.

AND EVERYTHING'S HERE EXCEPT--

THE *BODIES*, RIGHT?

FOUND ONE.

HARRY, WAIT--

LIKE I SAID--

--WE ARE WHO WE ARE.

WHO'S THERE?!

YOU KNOW.

I'M ALWAYS HERE WITH YOU, AFTER ALL.

NO-- NOT AGAIN-- YOU'RE NOT REAL--

OH, BUT I AM, NORMAN-- YOU MADE ME.

RIGHT HERE, BEHIND THESE WALLS...

NO--

NO-- THIS--THIS ISN'T MY LAB.

AT LEAST... I DON'T THINK IT IS.

THESE TUBES... I KNOW WHAT THEY ARE. BUT--THEY'RE NOT *MINE.* WHO--

OH, BUT THEY *ARE,* NORMAN--

--JUST NOT IN THE FLESH.

BUT I ASSURE YOU, IT'S *ME.* I REMEMBER IT ALL--EVERYTHING WE DID--

"--TOGETHER."

THIS IS SO GREAT, DAD!

I'M GLAD YOU'RE ENJOYING IT, HARRY. CONEY ISLAND IS A *WONDERFUL* PLACE.

CAN I GO ON *THAT* ONE?

OF *COURSE* YOU CAN--

--IT'S YOUR *BIRTHDAY.*

I'D SAY THE KID IS LUCKY--

--BUT HONESTLY, *I'M* THE BIG WINNER. YOU KNOW HOW HARD IT IS TO GET GOOD FOOD WHERE I'M FROM?

JUST LOOK AT THIS THING.

YOU.

I TOLD YOU, I'M NOT *INTERESTED.*

I DON'T EVEN KNOW WHO YOU *ARE--*

OH, COME NOW, NORMAN. YES, YOU DO.

AND YOU KNOW *EXACTLY* WHAT I WANT.

LOOK AT YOU. YOU THINK YOU'RE CHANGED. THAT YOUR SINS HAVE LEFT YOU--

--BUT THIS ONE WILL ALWAYS REMAIN. "FOR NORMAN SO LOVED HIMSELF, HE GAVE HIS ONLY BEGOTTEN--"

SHUT UP! YOU THINK I DON'T KNOW?!

THIS WAS ALL YOUR FAULT!

YOUR GREED! YOUR ANGER!

OUR ANGER. BUT YOU REMEMBER THE TRUTH NOW, DON'T YOU?

I--I DIDN'T KNOW. I DIDN'T UNDERSTAND...

"I DIDN'T UNDERSTAND THE *CONSEQUENCES.*"

AH, *THERE* HE IS.

DADDY DEAREST.

I SUPPOSE IT'S TIME WE GIVE UP THE *RUSE*--

--AND GET DOWN TO *BUSINESS.*

WHICH I USED TO THINK WAS YOUR STRONG SUIT.

BUT *LOOK* AT YOU...*RUINED.* ECLIPSED BY YOUR PARTNER.

DEEP IN DEBT AND ABOUT TO LOSE YOUR POSITION.

YOU THINK I DON'T KNOW THAT?!

I'M RUINED. I DON'T HAVE ANYTHING LEFT...

OH, COME NOW.

WE BOTH KNOW *THAT'S* NOT TRUE.

WHAT WILL HAPPEN?

AT FIRST? *NOTHING.*

LIFE WILL GO ON. YOU WON'T EVEN REMEMBER WE *HAD* THIS LITTLE TALK.

BUT THINGS WILL START TO *CHANGE* FOR YOU, NORMAN.

YOUR FORTUNES WILL TURN AROUND.

AND EVERYTHING YOU *EVER WANTED* WILL BE YOURS.

YOU'RE GOING TO BE MY FINEST DEAL IN A *MILLENNIUM,* NORMAN.

MY LEGACY MADE *FLESH.* AND ALL IT WILL *COST* YOU--

"--IS YOUR FIRSTBORN SON."

YOU GOTTA HAND IT TO HIM...

...HE HONORED HIS SIDE OF THE DEAL, DIDN'T HE?

DAD...

BEEN WAITING SO MANY YEARS FOR THIS.

ALMOST DIDN'T MAKE IT--

--BUT I'M NOTHING IF NOT A SURVIVOR.

I HAD TO UPLOAD BOTH OUR MINDS TO MAKE IT THROUGH THE YEARS,* JUST TO LOOK YOU IN THE EYES AND SAY--

*BACK IN SPIDER-MAN: LEGACY OF EVIL!

GOTCHA.

"GOTCHA."

GOTCHA.

GOTCHA.

GOTCHA.

I'M NOT WHO YOU THINK I AM.

AT LEAST NOT *ENTIRELY.*

WE ARE WHO WE *ARE.*

"BUT WE ARE NOT ALWAYS WHO WE *SAY* WE ARE."

TOLSTOY

IT'S TIME FOR YOU TO LEARN THE TRUTH--

--NO MATTER THE *COST.*

73

SINS OF OUR FATHERS

YOU'RE HERE PETE.

FINALLY HERE.

HOME

SWEET

HOME.

SO HURRY.

WE'RE ALL WAITING FOR YOU--

--TO COME INSIDE.

AND ONCE YOU'RE HERE...

...ALL THE MEMORIES WILL COME *FLOODING* BACK.

CREEEEEAK

THUD

OOF.

YOUR FAMILY.

THE ONES YOU LOVE.

GWEN...?

"NO."

SARAH.

YOU REMEMBER THEM, DON'T YOU, DAD? MY HALF SIBLINGS.

SARAH AND GABRIEL. WHAT'S THE MATTER?

DON'T YOU RECOGNIZE THEM?!

HARRY-- WHAT--WHAT HAVE YOU *DONE?*

AH, THAT'S THE PART I'VE BEEN **DYING** TO TELL YOU, POP...

YEARS AGO.

IT'S TIME, FATHER. I FOUND YOUR EXPERIMENTAL GOBLIN SERUM. AND ONCE I TAKE IT--

IT'S TIME!

TIME FOR ME TO LEAVE MY FAMILY WITH *GIFTS.*

YOU'D BE SO PROUD OF ME--

LET ME TELL YOU WHAT I'VE DONE.

"IT WAS THE *PERFECT* PLAN, THE WAY TO BRING SPIDER-MAN LOW...

"...ALL WITH THE HELP OF THE *CHAMELEON.*

"HE HELPED ME DESIGN THEM. THE LIFE-MODEL DECOYS OF *RICHARD AND MARY PARKER.*

"JUST IMAGINE WHAT THEY'LL DO TO HIM.

"FOR *HIM*, THE PARENTS HE ALWAYS NEEDED. AND FOR *YOU*..."

...THE CHILDREN YOU ALWAYS WANTED.

YOU SEE, I KNEW YOU'D BE BACK SOMEDAY, FATHER.

"SO I HIRED MYSTERIO--

"--AND MENDEL STROMM--

"--TO MAKE YOU BELIEVE YOUR SINS WERE *FINALLY* CATCHING UP TO YOU. OF COURSE--

"--THOSE WERE STILL A *LONG* WAY AWAY."

HARRY-- DO YOU MEAN TO TELL ME, IT WAS ALL A LIE--THAT-- THAT I WAS NEVER--

WITH GWEN? GET REAL, DAD. SHE WAS WAY TOO CLASSY FOR YOU.

BUT HYPNOSIS--WHETHER ADMINISTERED BY MYSTERIO OR PIPED IN THROUGH THE WALLS OF THIS MANSION--CAN BE TRICKY IF THE SUBJECT IS RESISTANT.

SO I HAD TO APPEAL TO YOUR EGO.

THEN GABRIEL AND SARAH AREN'T--

YOUR CHILDREN? NO.

YOU ONLY HAVE THE ONE SON.

HARRY, THIS--THIS DOESN'T MAKE *SENSE*--

IT'S OKAY, CARLIE. IT'S ABOUT *TIME* I FACED THE TRUTH...

HARRY, PLEASE-- THIS IS SOME KIND OF TRICK--

I'M AFRAID IT *ISN'T*, ACTUALLY. I KNOW THE *TRUTH* OF ALL THIS--

--AND I KNOW WHERE IT *LEADS.*

"I NEVER CAME BACK."

SO THAT DAY--

"--IN THE MORGUE--"

"--IT *NEVER HAPPENED.*"

NOW YOU'RE GETTING IT, DAD.

HARRY, LISTEN TO ME. THIS VERSION OF YOU THAT YOU UPLOADED-- IT WASN'T *YOU.*

IT WASN'T HOW YOU DIED. YOU DIED A *HERO.*

"YOU DIED *LOVED.*"

HELLO, MJ. LONG TIME NO SEE.

SARAH--

SARAH IS *GONE.*

SHE WAS *ALWAYS* JUST A *VESSEL.*

"RAISED TO BELIEVE A *LIE.* THAT SHE AND HER BROTHER WERE *SOMETHING ELSE.*

"BUT THERE WERE FLAWS.

"*FATAL* FLAWS. ACCELERATED AGING THAT LED TO DECAY.

"AND SO I TRIED AGAIN.

"AND AGAIN.

"AND *AGAIN.*"

I'M NOT GOING TO *LIE* TO YOU, MJ--THEY *SUFFERED.*

"DYING AND COMING BACK IS *NEVER* EASY, YOU KNOW."

BUT IT ALL CHANGED--

"--ONCE THEY MET *YOU*."

BUT GWEN TOLD ME ABOUT THEM. I *REMEMBER* THEM--

AH, *MEMORIES.* ALL ILLUSORY, I'M AFRAID.

"MUCH LIKE THE MAN WHO PLANTED THEM FOR YOU."

BUT *HOW?* I MEAN, I *SAW* YOU--

NO--

"--YOU ONLY SAW THE FACE WE *WANTED* YOU TO SEE."

DIFFICULT, ISN'T IT? YOUR *SINS*, STARING BACK AT YOU--

--REMINDING YOU OF EVERYONE YOU LET DOWN.

HARRY, PLEASE--

CALL ME KINDRED!

"THE NEXT ITERATION* WAS THE FINAL ONE BEFORE THIS PERFECT FORM.

"IT HAD ITS OWN PROBLEMS, ITS OWN FLAWS, UNABLE TO RECONCILE WITH THE HARRY OSBORN THAT GABRIEL ENCOUNTERED."

*BACK IN AMERICAN SON! --NL

BUT NOW I THINK I HAVE THIS *RIGHT*.

AND THERE'S STILL A LITTLE TIME.

TIME FOR YOU TO FACE YOUR *SINS*.

HOME.

I'M SO GLAD YOU COULD BE HERE.

SO THAT WE COULD ALL BE TOGETHER.

ALL THE GENERATIONS UNDER ONE ROOF.

WAITING FOR THE REUNION.

I'M TIRED OF THESE *GAMES*, DEMON--

THEN NEXT TIME, STEPHEN, I SUGGEST YOU STAY AWAY FROM THE SLOTS.

BUT WE HAVE ONLY ONE WAGER THAT TRULY CONCERNS YOU, YES?

THE VIRTUE OF A HERO--

--FOR THE CORRUPTION OF A SOUL.

74

WHAT COST VICTORY?

AAAUGH!

SIGH JUST ANOTHER *BAD DREAM*, OSBORN. TAKE A DEEP BREATH, RELAX.

GET YOURSELF A GLASS OF WATER.

WHY IS MY THROAT SO DRY?

AND FOR THAT MATTER, WHY IS IT SO *HOT* IN--

--HERE.

THERE HE IS. THE APPLE OF MY EYE, THE PRIZE IN MY SIGHTS.

HARRY OSBORN, THE GOBLIN PRINCE.

WHAT-- WHAT IS THIS? WHERE AM I?

OH, COME ON NOW. IF THERE'S ONE THING I EXCEL AT, IT'S BRANDING.

YOU KNOW WHERE YOU ARE.

SO-- IT WAS REAL.

BUT... I TRIED TO MAKE THINGS RIGHT.

PETE-- I SAVED HIM-- I DIED HIS FRIEND-- TRYING TO MAKE THINGS RIGHT...

HEH, YES, YOU CERTAINLY DID.

TELL ME--
WITH YOUR DYING BREATH--
DID YOU HAPPEN TO CONFESS
YOUR PLOT TO DESTROY YOUR
FRIEND'S LIFE BY MAKING HIM
BELIEVE HIS PARENTS WERE
ALIVE ONCE MORE?

OR HOW ABOUT YOUR EVEN
MORE SORDID PLOT TO MAKE HIM
BELIEVE ALL THAT NONSENSE
ABOUT YOUR FATHER AND GWEN
STACY HAVING CHILDREN
TOGETHER?

THAT'S
LOW, EVEN
FOR *ME*. NO?
NOTHING?

THERE
WASN'T TIME.
AND I...I WAS
ASHAMED.

AH, SHAME. BEEN WORKING
SINCE THE GARDEN DAYS.
WELL, DON'T WORRY, HARRY.
WE'VE GOT SOME OF OUR BEST
DEMONS HERE, TAKING
THE FORM YOU FEAR
THE MOST--

WAIT--

I HAVE
TO KNOW.
PLEASE.

MY
WHOLE LIFE,
I'VE FELT...
CURSED.
MARKED.

THAT
WAS *YOU*,
WASN'T IT?
WHY?

WHY
ME?

OH, HARRY,
YOU POOR
FOOL.

"IT WAS NEVER ABOUT YOU.

NOW.

"YOU WERE JUST THE PAWN, THE VICTIM OF CIRCUMSTANCE."

THE SOUL THAT HANGS IN THE BALANCE.

THERE ARE MANY PLAYERS IN THIS GAME. SOME ENEMIES...

...AND SOME FRIENDS.

BUT IN THE END, THEY'RE ALL HEADED TO THE SAME PLACE.

"WE *ALL* END UP IN THE SAME PLACE."

PETER!

MJ... IS IT... REALLY *YOU?*

YOU TELL ME.

I DON'T HAVE TO ASK IF IT'S REALLY *YOU.*

ONLY THE REAL PETER PARKER WOULD KEEP LOOKING FOR TROUBLE AFTER A LITERAL *ARMY* OF BAD GUYS BEAT HIM TO A PULP.

LOOK WHO'S TALKING-- THE LADY WITH NO POWERS BESIDES BEING STUBBORN AS A--

PETER...

MJ, WHAT?

I...

PETE, THIS ISN'T GOING TO BE EASY TO--

WHAT'S WRONG WITH YOU?!

GET UP! THEY'RE COMING!

"THEY"?

LOVE SEEING YOU HERE, NORMAN. BUT THE OTHER VILLAINS HAVE BEEN DEALT WITH. ALL THAT'S LEFT IS ONE. JUST KINDRED.

THAT'S WHAT I'M TRYING TO TELL YOU, PETER. KINDRED--

OH NO...

THERE'S TWO OF THEM!

HELL IS USUALLY OF OUR OWN MAKING, AFTER ALL.

THE HOTEL INFERNO.

SHALL WE RESUME OUR GAME, THEN? REMEMBER, IT CAN ALWAYS GET WORSE.

THAT'S A CHANCE I'LL TAKE.

OH, I KNEW YOU WOULD--

--I JUST WANT TO BE CLEAR ON THE *STAKES.*

ONE WORD OF WARNING, STEPHEN...

WHATEVER THE OUTCOME--

AGREED.

--I GET *YOUR* SOUL TOO.

IF YOU LOSE--

"--THERE'S NO COMING BACK."

HARRY, I DON'T UNDERSTAND. IF YOU'RE *HERE*, THEN HOW--

IT'S PRETTY SIMPLE, CARLIE.

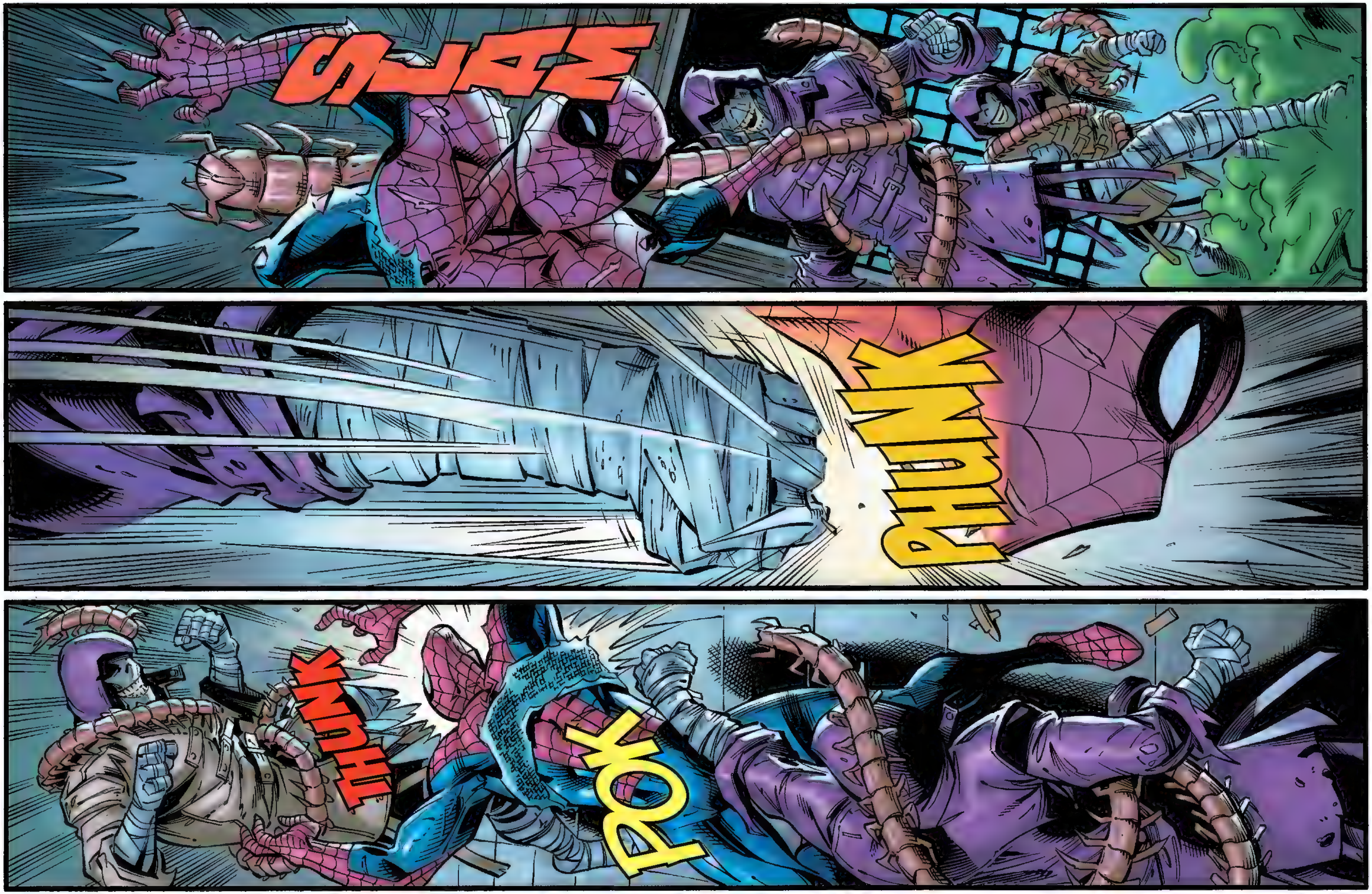
I'M A CLONE.

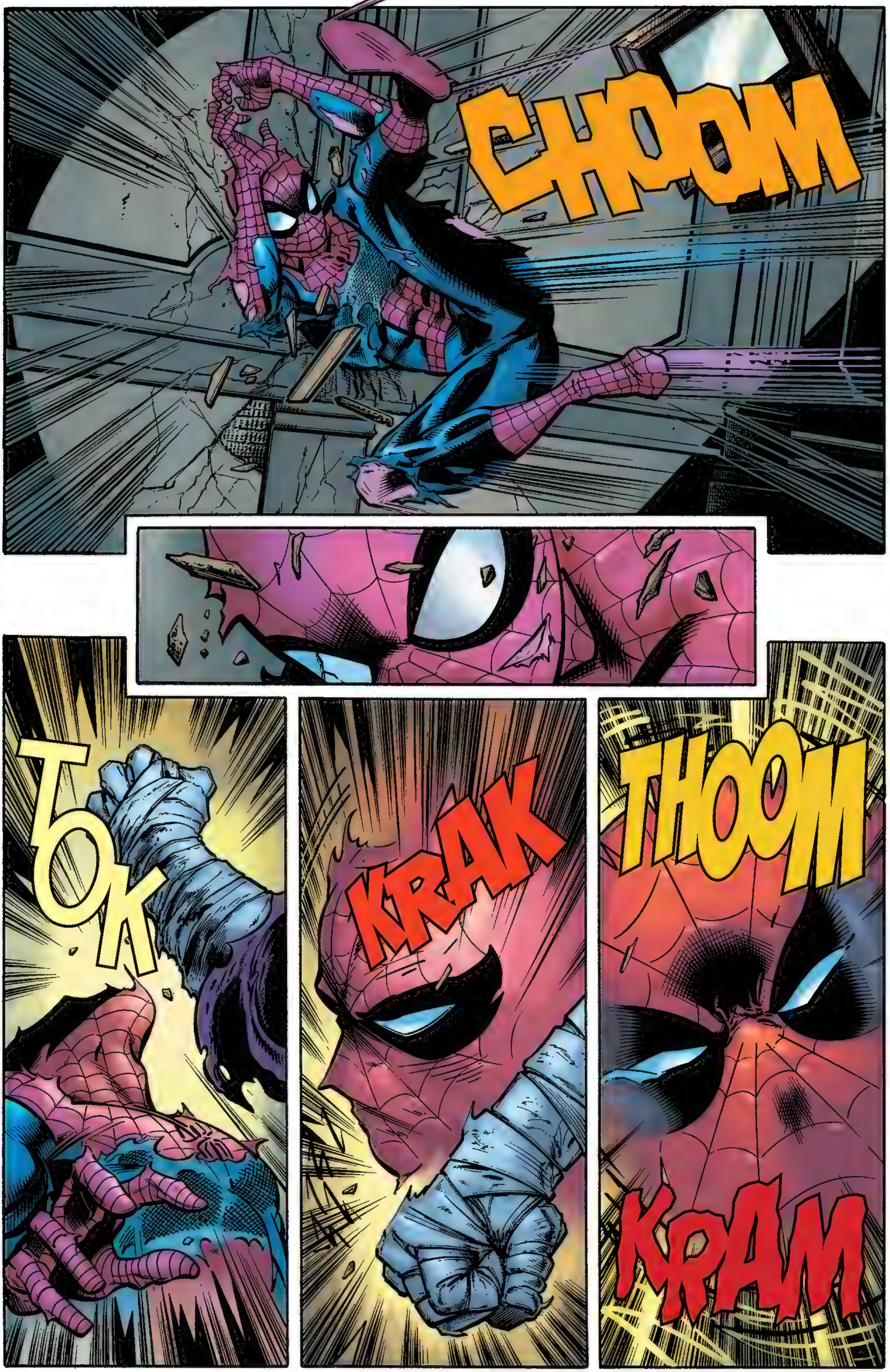
WHY IS IT ALWAYS CLONES WITH US?

NOW ALL THAT'S LEFT IS TO FACE THE TRUTH...

"...AND FACE MY FAMILY."

KRAK


ПЛЮХ
THUNK
POK


CHOOM
TOK
KRAK
THOOM
KRAM

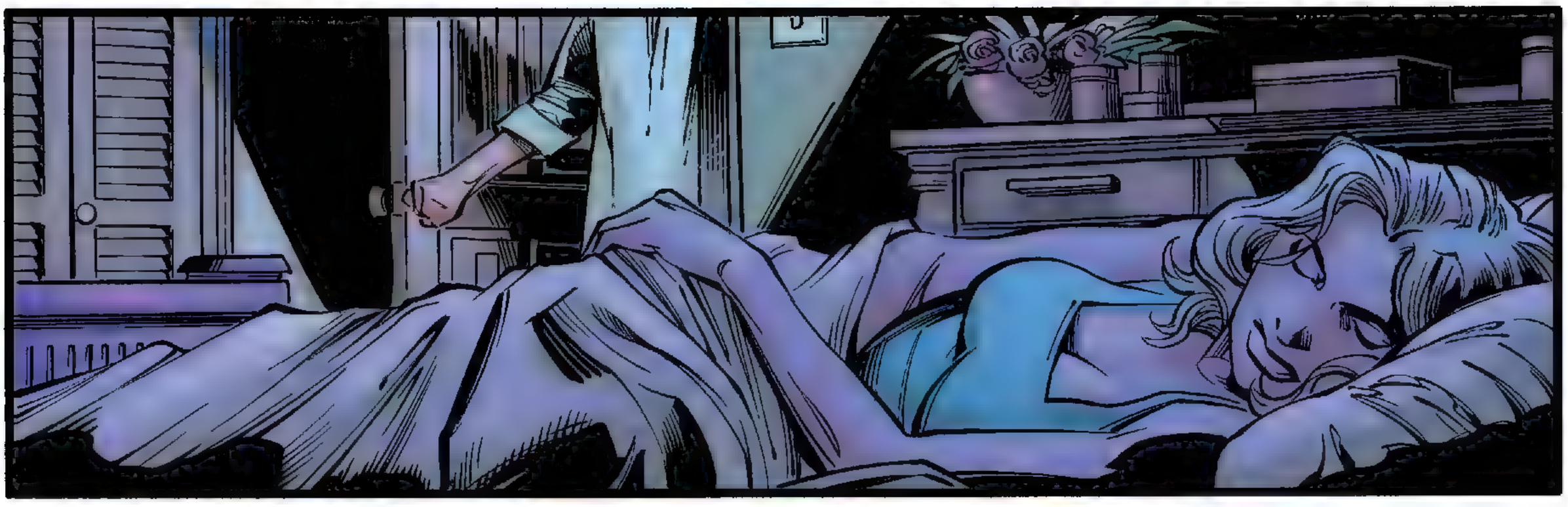
SO...HOW DO YOU *DO* THAT EXACTLY?

THEY KNOW I'M COMING. I'M READY.

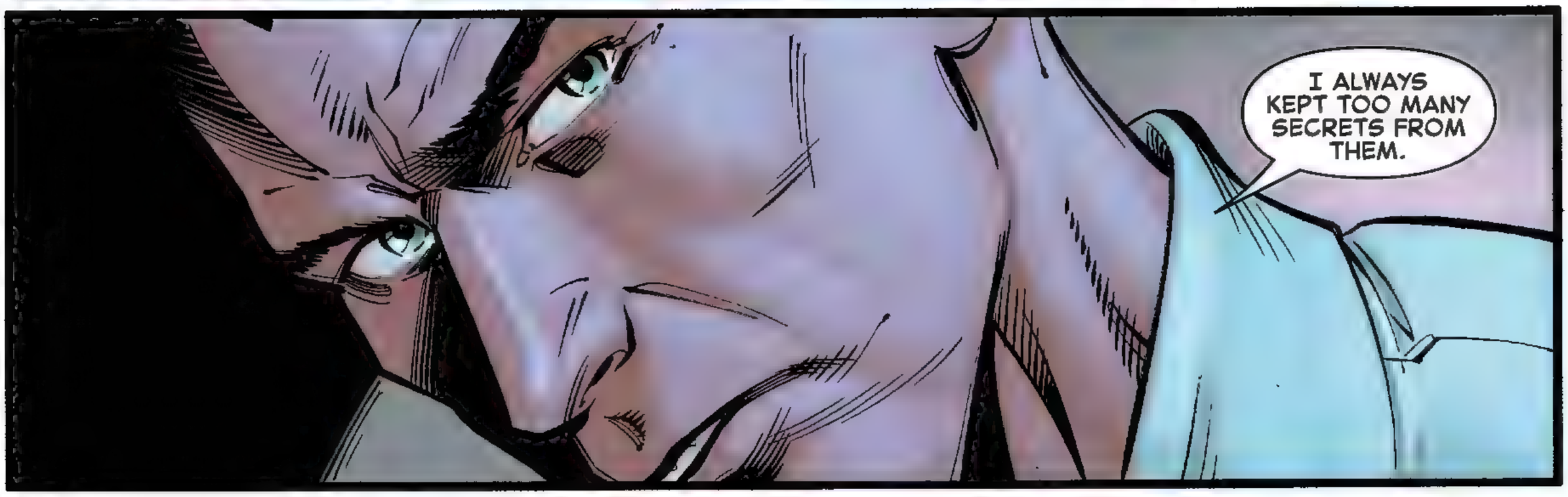
DO YOU HEAR ME? I SAID I'M READY!

WHERE-- WHERE ARE WE?

HOME.



THEY'LL BE SAFE, AT LEAST.
HARRY, I DON'T UNDERSTAND ANY OF THIS. BUT WHATEVER IT IS YOU THINK YOU HAVE TO DO, YOU DON'T HAVE TO. YOU CAN STAY HERE, WITH YOUR REAL FAMILY-- THE PEOPLE WHO LOVE YOU.
I APPRECIATE THAT, CARLIE--
--BUT IT'S TIME TO END THIS. IF ONLY FOR HIS SAKE.


I ALWAYS KEPT TOO MANY SECRETS FROM THEM.

HID THINGS FROM THEM.

WHEN I FOUND THE GOBLIN SUIT AND THE GLIDER, I KEPT THEM--I THOUGHT, MAYBE SOMEDAY I WOULD NEED TO PROTECT MY FAMILY.

MAYBE ALL I WAS DOING WAS PUTTING THEM IN MORE DANGER. BUT NOW THEY'RE GOING TO BE OF GOOD USE--

--WHEN I FACE KINDRED.

NOT AS THE GOBLIN, BUT AS *HARRY OSBORN!*

PETER!

MJ, WAIT!

NORMAN, WHAT ARE YOU DOING?!

TRYING TO PROTECT YOU.

THERE'S NOTHING WE CAN DO NOW. WIN OR LOSE--

--THIS IS *HIS* FIGHT.

NO!

UHHN... WHO?

KA-THOOM!

NOT JUST HIS FIGHT.

YOU LOOK LIKE YOU COULD USE A HAND.

HARRY? IS IT--IS IT REALLY YOU?

IT'S ME, PAL--

--IN THE *FLESH.*

NOW WHAT DO YOU SAY WE END THIS?

YOU SAID IT, PAL--

THWIP

ONCE AND FOR ALL!

THUNK

TWHIP

THOOM

MY FAULT--ALL OF THIS--

--IT'S MY FAULT.

"ALL HIS SUFFERING--

TH-WAP

"--ALL HIS PAIN...

"...I'M THE SOURCE OF IT.

"I'M THE *DEVIL* THAT CONDEMNS HIM."

I MADE A DEAL, AND THE PRICE WAS MY OWN SON. *I SOLD MY OWN SON'S SOUL. SOLD IT TO--*

--MEPHISTO.

"NOW WE ALL FACE THE TRUTH TOGETHER."

KRAK

NOW WE ALL BURN TOGETHER.

WHAT SAY YOU, THEN, STEPHEN? LET ME HELP YOU--

--THE WAY I'VE HELPED SO MANY BEFORE.

I CAN RELEASE HARRY OSBORN'S SOUL.

ALL YOU HAVE TO DO...

...IS WIN.

SO HOW MANY OF YOU ARE THERE? IS THIS A CLONE THING? *PLEASE* DON'T LET IT BE A CLONE THING.

THOK

YOU DON'T KNOW THE HALF OF IT.

THWIP

THWIP

BRACE YOURSELF, PAL.

OH, *I'M* BRACED.

THEY'RE NOT.

KA-BOOM

YOU THINK FLAMES CAN STOP US?

WE WERE FORGED IN THE FLAMES OF HELL!

KRONP

SOON YOU'LL FEEL THEM TOO!

KRANP

THAT'S IT, *IMPOSTER.* CRAWL!

P-PETE... KINDRED...

THEY'RE GABRIEL AND SARAH...

THEY WERE NEVER REAL-- I--I MADE THEM UP--

SHUT UP!

IT WAS ALL A LIE!!!

WHA-KOW

I KNEW IT!

SOMEHOW-- I *ALWAYS* KNEW!

THUK

THEY ACT AS VESSELS--FOR ME--OR--THE VERSION OF ME THAT WAS UPLOADED BEFORE I... BEFORE I *DIED.*

THEY'RE JUST *PUPPETS.*

YOU'D LOVE THAT, WOULDN'T YOU? TO IGNORE US! PRETEND WE DON'T EXIST!

WELL, WE'RE HERE TO REMIND YOU--

STOP!

STOP THIS. PLEASE.

YOUR PAIN, YOUR ANGER, YOUR HATE... THEY'RE ALL JUSTIFIED.

BUT IT'S MY FAULT. ALL OF IT.

SO DIRECT IT AT ME.

ANOTHER MANIPULATION, NORMAN? SOME SAD ATTEMPT TO DISTRACT US?

OR MAYBE HE MEANS IT. A GRAND GESTURE TO CONVINCE HIMSELF HE'S NOT A MONSTER. THE THING IS...

...IT DOESN'T MATTER!

YOU WANT OUR HATE DIRECTED AT YOU? HERE IT IS!

BUT REST ASSURED YOUR FAVORED SON WILL DIE TOO. AT THE HANDS OF THE CHILDREN YOU *ABANDONED.*

AND LIED TO... NOT ADMITTING YOU WERE OUR FATHER WHILE YOU MOLDED US TO BE YOUR *WEAPONS!*

THAT'S NOT--

HH. LOOK, HEAR ME OUT... *PLEASE.* THEN DO WHATEVER YOU LIKE.

I'VE DONE COUNTLESS HORRIBLE THINGS. ONE OF THE FIRST WAS SELLING MY SON, HARRY, TO THE DEVIL TO GAIN POWER FOR *MYSELF.*

THAT WASN'T THE GOBLIN SERUM. IT WASN'T INSANITY. IT WAS *ME.*

BUT YOUR FATHER *NEVER* REJECTED YOU.

HOW DARE YOU--

MORE LIES! ALWAYS LIES!

LET ME REPHRASE. I'M NOT SAYING I'M INNOCENT.

I USED YOU. MADE YOU INTO WEAPONS AND POINTED YOU AT MY ENEMY, TELLING YOU *HE* WAS YOUR FATHER.

I BELIEVED I HAD THREE CHILDREN. AND I BETRAYED THEM *ALL.* OF THIS, I AM UNDENIABLY GUILTY.

HARRY, THERE'S NO WAY I CAN EVER APOLOGIZE FOR EVERYTHING I'VE DONE TO YOU.

IT'LL HAUNT ME THE REST OF MY LIFE. BUT PLEASE KNOW...AND PLEASE BELIEVE ME WHEN I SAY THIS...

...EVEN IN THE DEPTHS OF MY MADNESS, I ALWAYS, *ALWAYS* LOVED YOU.

WHAT I DID TO HARRY IS THE REASON BEHIND WHAT I'M ABOUT TO TELL THE TWO OF YOU.

SARAH... GABRIEL...I'M NOT REALLY YOUR FATHER. NOT IN THE TRADITIONAL SENSE.

"TECHNICALLY, IT WAS HARRY WHO CREATED YOU. BUT IT *WASN'T* HIM. NOT REALLY.

"HE WAS UNDER THE INFLUENCE OF THE ONE I'D SOLD HIM TO.

THIS DOESN'T MAKE YOU ANY LESS *VALID*... DOESN'T CHANGE ANYTHING THAT *MATTERS.*

BUT YOU'RE BOTH *CLONES.* ALWAYS HAVE BEEN.

"YOUR MASTER... *MEPHISTO.*"

LIAR!

RRRAAAGHHH!

CRUNCH

WE REALLY DOING THIS?

YEAH.

LET'S GO SAVE THE GREEN GOBLIN.

NORMAN, RUN!

YOU-- AFTER ALL I'VE DONE, YOU'D ACTUALLY--

YEAH, DAD. GUESS THE APPLE FELL KINDA FAR FROM THE TREE.

YOU PATHETIC FOOLS!

HE'S RUINED BOTH YOUR LIVES!

HE'S TRIED. WHAT WOULD *REALLY* RUIN IT IS IF I ACTED LIKE HIM.

I CAN CONFIRM THAT. BUT I GOT A SECOND CHANCE.

AND I'M NOT GONNA MAKE THE SAME MISTAKE AGAIN!

SCUM! BY HELPING HIM, YOU SPIT ON GWEN STACY'S GRAVE!

THROK

I KNEW GWEN. YOU DIDN'T.

SO TAKE HER NAME OUT OF YOUR MOUTH!

KNCHH

HOLD ON, HARRY! I'M COMING!

DAD-- RUN, DAMN IT!

RUN!

I--I--

OKAY, SON. IF THAT'S WHAT YOU WANT.

BUT I SWEAR, I'LL MAKE THIS UP TO YOU--

YOU CAN'T!

AAAH!

THERE'S ONLY ONE WAY YOU CAN ANSWER FOR YOUR CRIMES, YOU TWISTED MONSTER.

DIE!

NO!

CHUNK

HARRY!

...PETE?

HARRY-- OH GOD--

IT'S OKAY, PETE-- THIS--

--THIS IS HOW IT'S *SUPPOSED* TO BE.

PATHETIC. CRYING OVER AN IMPOSTER. A *CLONE.*

SAVE YOUR TEARS. YOU'RE GONNA NEED THEM.

NEED? ALL I NEED RIGHT NOW--

--IS SOME *PAYBACK!*

OH, LOOK. YOUR CHAMPION WANTS *REVENGE*. SEEMS LIKE THE WHEEL'S TILTING IN *MY* DIRECTION, HM?

AS EVER, DECEIVER, YOU'VE CHEATED. *YOUR* CHAMPIONS HAVE A HISTORY WITH SPIDER-MAN...

...A MOST *PAINFUL* ONE.

NOW, STEPHEN. IT DOESN'T MEAN I'M CHEATING...

...JUST BECAUSE I'VE BEEN PLAYING THE GAME *LONGER* THAN YOU.

POOR GABRIEL AND SARAH AGE AT A RAPID RATE. AND *DIE* JUST AS QUICKLY.

TO BE REBORN, AND START THE SAME PROCESS AGAIN.

"IN MY REALM, THEY SUFFERED UNTOLD AGONIES...BUT WITH A *PURPOSE*. TO *PREPARE* THEM FOR THIS MOMENT."

THE MOMENT THEY GAIN THEIR REVENGE ON THE ONE WHO FAILED TO SAVE THEM...WHO WANTED ONLY TO *FORGET* THEM...

...BY SENDING HIM TO *BURN IN HELL* IN THEIR PLACE!

THAT WAS MY BEST FRIEND YOU JUST KILLED.

A HUSBAND! A FATHER!

WHRAK

YOU LOVED HIM SO MUCH? JOIN HIM!

PASS.

KTNCHH

GUHH!

NO!

-KH-HOFF...-

GABRIEL! ARE YOU OKAY?

BROK

I DOUBT IT. YOU GUYS HIT *HARD.*

KRAMM

KINDA LIKE *THIS.*

THIS WHOLE TIME, I FELT LIKE I DESERVED WHAT YOU WERE DOING TO ME.

NEWS FLASH, THING ONE AND THING TWO...

NOT!

SKAK

ANY!

THROK

MORE!

KRUNK

KATAMMM!

Y-YOUR BEST FRIEND'S LYING THERE DEAD.

YOU DON'T FEEL *ANY* RESPONSIBILI--

BRRNGHH

OH GOD...

HARRY...

THAT'S WHAT WE WANTED TO HEAR.

THE ADRENALINE FADING, *DESPAIR* RUSHING IN...

THAT'S YOUR TRADEMARK, ISN'T IT? EVEN WHEN YOU WIN, YOU LOSE.

AND NOW YOU'RE GOING TO LOSE ANYWAY.

HA HA HA HA HAA!

BROKCH

KRIK

GNFF!

BRAAK

KRSH

HRRGH!

THRUTCH

GRNNCH

LET THIS MONUMENT TO THE OSBORNS CRUMBLE TO DUST!

AND THEIR APOLOGISTS...

...CAN GO WITH IT!

BRRRMMMM

AH, THE LOW POINT. THE DARK MOMENT WHEN ALL SEEMS LOST FOR THE HERO, BUT HE RALLIES.

WE'VE SEEN IT BEFORE.

"SPIDER-MAN REMEMBERS ALL THOSE HE FAILED.

"THOSE WHO DIED BECAUSE OF HIM.

"THOSE HE COULDN'T SAVE.

"HIS WORST FEARS--THE DARKEST MOMENTS OF HIS LIFE.

"THEY WEIGH ON HIM--FAR MORE THAN THAT COLLAPSED MANSION."

DESPAIR OVERWHELMS HIM. HE FEELS THERE IS NO GREATER FAILURE, NO ONE MORE WRETCHED THAN HIMSELF.

"BUT, LIKE EVERY TIME BEFORE--"

--THE HERO WILL RISE.

"REACH DEEP WITHIN HIMSELF--

"--FIND UNTAPPED RESERVES--"

--OF COURAGE, STRENGTH, AND HOPE. AND HE WILL *LIFT THE IMPOSSIBLE WEIGHT...*

UNNHHH...

OH DEAR.

"IT SEEMS YOUR CHAMPION IS A BIT ***SHORT*** OF HOPE AT THE MOMENT, STEPHEN."

MAY I POINT OUT, DECEIVER--

--THAT, LIKE YOU, I AM ENTITLED TO *TWO* CHAMPIONS.

EH? HARRY OSBORN IS DEAD, IN CASE YOU HADN'T NOTICED.

"WE NEVER NAMED OUR CHAMPIONS THOUGH, DID WE?

SKRITCH

GRRNNN

HUH?

WHO--?

RRNNKK

"HAROLD OSBORN WASN'T MY SECOND CHAMPION."

THERE YOU ARE.

HEY, TIGER.

NEED A HAND?

THANK GOD... I WAS AFRAID YOU--

I SAW WHERE IT WAS GOING. GRABBED NORMAN AND GOT OUT. MOST OF THE PLACE STAYED INTACT.

YOU... SHOULD'VE KEPT RUNNING...

COME ON.

Y'DON'T... UNDERSTAND. IF I MADE IT... SO DID...

DON'T BE AFRAID. IT'S OVER.

YOU'VE WON.

WE'VE FAILED. *MEPHISTO--*

--HE WAS ALL THAT WAS KEEPING OUR RAPID-AGING DISEASE FROM KILLING US.

AND LIKE ALL THOSE BEFORE--

--ONCE WE'RE NO LONGER USEFUL--

SO IT WAS NEVER TRUE... WE WERE NEVER *REAL*...

WE NEVER HAD A *MOTHER?*

TRUE OR NOT, IF YOU'D *NEEDED* IT--

--SHE'D HAVE LOVED YOU ALL THE SAME.

HARRY!

NO--NO--
MY BOY--

MY LITTLE BOY, WHAT HAVE I DONE?!

YOU WERE WRONG, HARRY--

WHEN YOU MADE THE TWINS, YOU THOUGHT YOU WERE GIVING ME THE CHILD I'D ALWAYS WANTED--

--BUT I ALREADY *HAD* HIM, HARRY.

I ALREADY HAD *YOU*...

PETER...

PETER-- PLEASE...

"SOMETHING I DON'T UNDERSTAND ABOUT ALL OF THIS, DEVIL..."

WHY HIM?

THIS STRANGE FASCINATION WITH *PETER PARKER.*

DO YOU KNOW *WHY* THE HOUSE ALWAYS WINS, STEPHEN? BECAUSE THEY *ARRANGE* THE GAME.

"WHEN I CHOOSE TO INTERVENE IN THE LIFE OF A MORTAL SOUL, I DO SO KNOWING *EVERYTHING* ABOUT THEM. THEIR PAST, THEIR HOPES AND FEARS...

"...THEIR *DESTINIES.*

"I KNOW MY *OWN* DESTINY, YOU SEE.

"THE WORLD THAT *AWAITS* ME.

"I SEE THE THRONE, MY DOMINION. MY REIGN.

"AND THEN I SEE THE ONE WHO *ENDS* IT.

"IT'S A VISION I'VE HAD MANY TIMES."

SINCE BEFORE PETER PARKER WAS EVEN *BORN*.

AND SO I *MEDDLE*. RISK AVERSION, I SUPPOSE.

ARE YOU HAPPY, THEN, SORCERER? YOUR HERO IS TRIUMPHANT. OUR BUSINESS CONCLUDED, FOR NOW.

HH. I SHOULDN'T BE SURPRISED, BUT--

--YOU'RE LYING.

YOU'VE NEVER JUST ATTACKED PETER PARKER.

"YOU'VE ALWAYS GONE AFTER SOMETHING *GREATER* THAN JUST ONE PERSON."

HEH. WELL, WHAT CAN I SAY, STEPHEN...

"ONE CAN NEVER *TELL*...

"...WHAT THE FUTURE HOLDS."

BUT WHY WORRY? AGAIN, *YOU WON.*

YOUR CHAMPION CARRIED THE DAY AND HIS DEAR FRIEND HARRY OSBORN'S SOUL HAS BEEN FREED. NOTHING LOST ALONG THE WAY.

AT LEAST NOTHING WORTH *MENTIONING.*

UNLESS YOU THINK *I* STILL GOT WHAT I WANTED ALL ALONG?

HH. PERHAPS.

OR PERHAPS YOUR ARROGANCE IS YOUR *UNDOING,* DEMON.

"YOU FASHION YOURSELF A GOD.

"DICTATE YOUR WHIMS TO THOSE SOULS YOU BELIEVE TO BE LESSER.

"INTRODUCE TO THEM ALL MANNER OF TRIALS AND TRIBULATIONS.

"BREAK THEIR HEARTS AND DRIVE THEM INTO DARKNESS.

"BUT IF THEY ENDURE AND EMERGE--

"--INTO THE LIGHT OF A NEW DAY...

"THEY...ARE BETTER FOR IT.

"THEIR BONDS STRONGER.

"THEIR JOYS GREATER.

"AND THEIR LOVE...

"...UNBREAKABLE."

THE END.

#74 VARIANT BY MARCELO FERREIRA & MORRY HOLLOWELL

IN MEMORY

Story by
CHRISTOS GAGE

Art by
TODD NAUCK

Colors by
RACHELLE ROSENBERG

Letters by
VC's JOE CARAMAGNA

HEY, UNCLE BEN. IT'S PETE.

BEN PARKER
HE WAS LOVED

UH, YOU PROBABLY KNEW THAT ALREADY.

WAIT-- "PETE"? PETER *PARKER?*

HUH?

SORRY... ***SULLY.*** DAVE SULLIVAN. REMEMBER ME?

I'M SORRY. YOU LOOK ***KIND OF*** FAMILIAR, BUT...

NO SWEAT. LAST TIME YOU SAW ME, YOU WERE, WHAT... TEN? ELEVEN? COKE-BOTTLE GLASSES AND A SWEATER VEST. *HEH.*

I LIVED IN THE NEIGHBORHOOD. ***FOREST HILLS.***

HOPE I'M NOT INTERRUPTING. NICE THAT YOU STILL COME HERE AFTER ALL THIS TIME.

I LIKE TO TALK TO UNCLE BEN. ESPECIALLY WHEN... Y'KNOW, WHEN I WISH I COULD TALK TO UNCLE BEN.

IT HELPS. MOSTLY.

"MOSTLY"?

WELL... SOMETIMES I CAN'T HELP WONDERING IF HE'D BE PROUD OF ME, OR...I DON'T KNOW.

IF HE'D FEEL LIKE I'VE WASTED MY LIFE.

I MEAN, *YOU* REMEMBER. BY THE TIME UNCLE BEN WAS MY AGE, HE WAS MARRIED...HAD THE JOB HE'D HOLD FOR THE REST OF HIS LIFE.

HE WAS A PILLAR OF THE COMMUNITY. AN *ADULT.*

I'M... NONE OF THE ABOVE.

DON'T BE SO HARD ON YOURSELF.

YOU MUST'VE DONE *SOME* THINGS WITH YOUR LIFE.

I MEAN...

...SURE.

I'VE DONE SOME STUFF.

BUT FOR *WHAT?*

I'VE LET DOWN THE PEOPLE I LOVE. SOME...AREN'T *HERE* ANYMORE. I JUST...

I SHOULD'VE DONE BETTER BY THEM.

HEH.

SORRY. DON'T MEAN TO LAUGH. IT'S JUST, YOU SOUND *EXACTLY LIKE* HIM.

BEN.

WHAT?

BEN-- AND MAY--USED TO HELP *EVERYONE* IN THE NEIGHBORHOOD. "LOAN" MONEY AND NEVER ASK FOR IT BACK.

RUN ERRANDS FOR FOLKS. I THINK BEN PATCHED UP EVERY HOUSE AND CAR ON THE BLOCK.

AND SOMETIMES, WHEN WE'D GET TO TALKING, HE'D WONDER...

...WHETHER HE COULD'VE GIVEN YOU AND MAY A BETTER LIFE IF HE'D FOCUSED MORE. WORKED HARDER, FOUGHT FOR PROMOTIONS. STUFF THAT WASN'T REALLY HIM, BUT...

HE WONDERED IF ALL THE HELPING WAS A WAY OF RUNNING AWAY FROM HIS RESPONSIBILITIES.

HE WAS *ALWAYS* TALKING ABOUT RESPONSIBILITY.

I... KNOW. AND I ALWAYS THOUGHT...

WAIT, IS *THAT* WHAT HE MEANT?

DON'T TELL ME I'VE HAD IT WRONG THIS WHOLE TIME...

DID HE MEAN I SHOULD'VE BEEN FOCUSING ON THE PEOPLE CLOSEST TO ME?

GWEN, FLASH, HARRY... MJ, AUNT MAY...

MAYBE IF I'D *BEEN THERE* MORE...

I MEAN...I DON'T KNOW, KID. MAYBE... MAYBE NOT.

I DIDN'T MEAN TO MAKE IT SOUND LIKE I WAS YOUR UNCLE'S BEST FRIEND OR ANYTHING.

ALL I KNOW IS HE CHANGED MY LIFE. *FOREVER.*

HOLD ON.

NOW I REMEMBER YOU.

YOU *DRANK.* A LITTLE TOO MUCH...THEN A *LOT.*

BEN TRIED TO HELP YOU. BUT YOU KEPT BACKSLIDING.

ALCOHOLICS ANONYMOUS

"FINALLY, HE HELPED YOUR WIFE AND DAUGHTER MOVE OUT.

"YOU WERE LOADED. DIDN'T TAKE IT WELL.

"HE LAID YOU OUT."

IF YOU CAME HERE OVER SOME GRUDGE...TO-- TO *GLOAT* OR--

HEY, *NO!* YOU GOT IT ALL WRONG, KID.

I CAME HERE TO PAY MY RESPECTS. AND TO GIVE BEN SOMETHING.

MY ONE-YEAR SOBRIETY CHIP.

IT *TOOK* A WHILE. LOT LONGER THAN IT SHOULD'VE. BUT I FINALLY DID IT.

AND IT WAS THE MEMORY OF BEN THAT KEPT ME GOING.

IF *HE* FIGURED I WAS WORTH ALL THE TIME HE SPENT TRYING TO HELP ME...MAYBE I *AM.*

THE OTHER DAY, I RECONCILED WITH MY DAUGHTER. MET MY GRANDSON FOR THE FIRST TIME.

I CAME HERE TO SAY THANKS...AND...AND I HOPE ALL HE DID FOR PEOPLE LIKE ME DIDN'T COME AT THE EXPENSE OF YOU AND MAY.

HE PROBABLY THOUGHT HE HAD *PLENTY* OF TIME, BUT--BUT THEN HE--

HEY. DON'T GO THERE.

I COULDN'T HAVE ASKED FOR BETTER THAN BEN. NOT IF HE'D BEEN RICH, OR POWERFUL... BELIEVE ME, I KNOW PEOPLE WHO HAD THAT, AND IT DIDN'T HELP.

BEN LOVED ME. AND HE MADE SURE I KNEW IT.

THAT'S ALL I NEEDED. AND SURE, MORE WOULD'VE BEEN NICE. BUT SOME PEOPLE NEVER EVEN GET THAT FOR *ONE DAY.*

SO WHAT IF HE NEVER GOT RICH, OR THE CORNER OFFICE?

HE MADE A CHOICE. TO DO RIGHT...BY EVERYONE. THAT IS WHAT HE MEANT BY RESPONSIBILITY.

IF YOU CAN HELP, YOU HELP. IT'S THAT SIMPLE...AND THAT HARD.

HE WOULDN'T REGRET A MOMENT.

AND NEITHER DO I.

BEN PARKER

HE WAS LOVED.

THANKS, KID. I MEAN THAT.

THANK YOU. FOR REMEMBERING. AND REMINDING ME.

I FIGURE YOU'RE PROBABLY BUSY, BUT... I'M HEADED TO MY DAUGHTER'S. SHE MAKES A MEAN PEACH COBBLER.

YOU WANNA MEET MY GRANDSON?

I'D LOVE TO.

BEN PARKER

HE WAS LOVED

the COMPLETE HISTORY OF SPIDER-MAN

BY SEAN RYAN AND GUSTAVO DUARTE

IT'S THE TOTAL AND COMPLETE HISTORY OF ME! YOUR FAVORITE NEIGHBORHOOD SPIDER-MAN!

NO PLOTLINE TOO OBSCURE, NO DETAIL TOO SMALL. WE WILL BE COVERING IT--

HOW MANY PAGES DO WE HAVE?

ONE SPREAD?!

OH BOY.

WELL, MAYBE NOT *EVERY* DETAIL, FOLKS.

LET'S GET STARTED, THEN, WHERE IT ALL BEGAN WHEN A BITE FROM A RADIOACTIVE SPIDER GAVE ME MY AMAZING SPIDER-POWERS.

BUT IT WASN'T UNTIL THE TRAGIC DEATH OF MY BELOVED *UNCLE BEN* THAT I LEARNED THAT WITH GREAT POWER THERE MUST ALSO COME GREAT RESPONSIBILITY, AND I BECAME...

SPIDER-MAN!

BEN PARKER
HE WAS LOVED

AFTER THAT, I TEAMED UP WITH THE FANTASTIC FOUR AND...

I'M ALREADY IN THE SECOND ROW?! I'M ONLY ON MY *FIRST ISSUE* HERE!

GEEZ LOUISE, OKAY, LET'S DOUBLE-TIME THIS A LITTLE BIT.

I FOUGHT A LOT OF DIFFERENT BAD GUYS IN THOSE EARLY DAYS. A LOT OF THEM WERE NAMED AFTER ANIMALS. STILL NOT SURE WHY.

I THREW MY COSTUME IN THE GARBAGE ONCE.

I ALSO WENT TO COLLEGE AND MADE SOME LIFELONG FRIENDS.

AND THEN... WELL...

EVERYONE KNOWS THIS PART. LET'S JUST MOVE ON...

OH! THIS WAS FUN! I WENT TO SPACE AND GOT THIS RAD BLACK COSTUME.

IT TURNED OUT TO BE AN ALIEN SYMBIOTE THOUGH, WHICH THEN BECAME ONE OF MY *GREATEST ENEMIES.*

AND THAT WASN'T EVEN THE *WORST* OF IT. TRUST ME. JUST GOOGLE "CARNAGE."

LET'S SEE...WHAT ELSE?

OH RIGHT... DID I MENTION I WAS CLONED?

I WAS. AND I EVEN THOUGHT I WAS THE CLONE AT ONE POINT.

IT WAS A DISASTER. OR DO PEOPLE *LIKE* IT NOW? I DON'T KNOW, IT'S HARD TO KEEP TRACK...

WHOA! ARE YOU KIDDING ME?! WE'RE ALMOST OUT OF SPACE?!

OKAY THEN, TIME TO REALLY "WE DIDN'T START THE FIRE" THIS THING.

MORLUN, SPIDER-TOTEM, NEW AVENGERS TIME...

CIVIL WAR, IRON SPIDEY... MAN, IT'S REALLY HARD TO RHYME...

MEMORY'S FUZZY HERE, DON'T KNOW WHY, BUT IT MAKES ME WANT TO CRY.

THEN SPIDER-ISLAND, ALPHA TOO, AND DOC OCK FREAKY FRIDAY.

SPIDER-VERSE, SPIDER-GWEN, PETER PARKER INDUSTRIES.

MJ'S BACK, KINDRED ATTACKS, AND DON'T LOOK NOW--IT'S THE KING IN BLACK!

AND THERE'S STILL ONE MORE--THE SINISTER WAR. I CAN'T TAKE IT ANYMORE!

HEY! WHAT DO YOU KNOW?!

WE *DID* IT! *WE ACTUALLY DID IT!*

GIVE OR TAKE A COUPLE OF HUNDRED ISSUES.

BEDFORD FALLS CORRECTIONAL FACILITY.

JAMIE

STORY BY ZEB WELLS

ART BY IVAN FIORELLI

COLORS BY DEE CUNNIFFE

LETTERS BY VC's JOE CARAMAGNA

WHAT'S GOOD, JANINE?

NOT YOU, KELLY.

HA! YOU'RE RIGHT. YOU'RE RIGHT.

HERE. TH-THIS IS YOURS.

THANK YOU KINDLY, SARAH.

HOW'S THE SLOP TODAY?

EXCUSE ME...

ELIZABETH TYNE?

CALL ME JANINE.

I'LL CALL YOU WHATEVER I *WANT*, YOU STUPID--

HEY, HEY!

PUT IT AWAY, JOHNSON. THAT'S NOT NECESSARY.

SHE'S NEW, JANINE. SORRY.

BUT I GOTTA GET YOU UP. YOU HAVE VISITORS.

NO PROBLEM.

THAT'S ALL YOU HAD TO SAY.

DON'T YOU WANT TO KNOW WHO THEY ARE?

PROBABLY ANOTHER IDIOT WITH A PODCAST. THE *LAST* ONE TRIED TO PIN ALL OF KAINE'S MURDERS ON ME.

DON'T THINK *THESE* GUYS HAVE A PODCAST.

AREN'T YOU GONNA CUFF ME?

THEY WOULDN'T HEAR OF IT.

I DON'T KNOW WHO YOUR FRIENDS ARE, BUT THEY HAVE A LOT OF POWER.

THAT'S TROUBLESOME.

I DON'T HAVE *FRIENDS.*

ELIZABETH TYNE, A.K.A. SARAH PORTER, A.K.A. JANINE GODBE.

USE THE LAST ONE.

SURE. MURDER ONE, RESISTING ARREST, ESCAPE IN THE FIRST DEGREE... EVEN THOUGH I'VE BEEN *ASSURED* THAT LAST ONE WASN'T YOUR IDEA.

ASSURED BY *WHO?*

I REALLY CAN'T SAY.

MS. GODBE, I WORK FOR THE *BEYOND CORPORATION.*

YOU MAKE CHOCO-LITTLE SNACK CAKES, RIGHT?

...YES. WE ALSO HAVE PRIVATE CONTRACTS WITH MUNICIPALITIES ACROSS THE COUNTRY. WE REHABILITATE OFFENDERS WITH EXTRAORDINARY ABILITIES AND THOSE ADJACENT TO SAID OFFENDERS.

YOUR EXPERIENCE IN SAID MATTERS QUALIFIES YOU FOR A PLACE IN OUR *MINIMUM* SECURITY FACILITY.

WE THINK YOU'D BE QUITE HAPPY THERE WHILE HELPING US ASSIST OTHERS IN YOUR SITUATION.

WHAT MAKES ME SO SPECIAL?

YOUR EXPERIENCE.

IN SAID MATTERS.

NO THANKS.

FIND ANOTHER GUINEA PIG.

MS. GODBE, I'D BE REMISS NOT TO MENTION THE LUXURIOUS STATE OF OUR FACILITIES.

WE'VE TAKEN GREAT PAINS--MOVED HEAVEN AND EARTH--TO ASSURE YOU'LL BE LIVING...

...THE LIFE OF RILEY.

CA-CLANK

TH-THAT'S *IT*? I CAN JUST LEAVE?

UNDER OUR SUPERVISION.

I-IS THAT MY RIDE?

THAT'S OURS.

YOU'VE BEEN ASSIGNED AN *ESCORT*.

HELLO, JANINE.

IT'S ME.

IT'S--

I KNOW, BEN.

I KNOW.

MARCUS?

TAKE HER HOME, SPIDER-MAN.

YOU HEAR THAT, JANINE?

WE'RE GOING *HOME.*

HOPE THIS WAS WORTH IT.

OF COURSE IT WAS.

YOU CAN'T PUT A PRICE ON *JOB LOYALTY.*

TO BE CONTINUED!

#70 ANIME VARIANT BY
PEACH MOMOKO

#71 ANIME VARIANT BY
PEACH MOMOKO

#72 SILK ASIAN VOICES VARIANT BY
INHYUK LEE

#73 VARIANT BY
CARLOS GOMEZ & MORRY HOLLOWELL

#74 VARIANT BY PEACH MOMOKO

#74 VARIANT BY
MARK BAGLEY, JOHN DELL & BRIAN REBER

#74 VARIANT BY
MARCO CHECCHETTO

#74 VARIANT BY
SARA PICHELLI & TAMRA BONVILLAIN

#74 VARIANT BY
LEINIL FRANCIS YU & SUNNY GHO

#74 VARIANT BY
ALEX MALEEV

#74 VARIANT BY
FEDERICO VICENTINI & ALEX SINCLAIR

#74 VARIANT BY
RON FRENZ, SAL BUSCEMA & JIM CAMPBELL

#74 FORESHADOW VARIANT BY MICHAEL DOWLING

DOCTOR OCTOPUS

Real name: Otto Gunther Octavius

Occupation: Criminal mastermind, ex-atomic research consultant

Legal status: Citizen of the United States with a criminal record

Identity: Publicly known

Place of birth: Schenectady, New York

First appearance and origin: AMAZING SPIDER-MAN (1963) #3

History: Despite an overbearing mother and a bullying father, Otto Octavius eventually became a brilliant atomic researcher who used four mechanical tentacles to safely handle radioactive materials. When a laboratory accident left him with irreversible brain damage and the ability to mentally control the tentacles, the now-megalomaniacal "Doctor Octopus" sought to amass power and wealth through criminal means. Operating briefly as the Master Planner, Doctor Octopus battled many superhuman heroes on his own and with the Sinister Six, but Spider-Man (Peter Parker) became his predominant foe. During a later battle, bystander and NYPD Captain George Stacy (father of Parker's girlfriend, Gwen) was killed by falling debris, solidifying the animosity between Spider-Man and Octavius. When Parker's Aunt May inherited an island with a uranium mine, Octavius tried to marry May to obtain it, unaware of her relation to Spider-Man. When the island was destroyed during a battle between Octavius, his rival Hammerhead, and Spider-Man, Octavius abandoned his marital plans. Later, while dying of a neurodegenerative disease after years of combat injuries, Octavius technologically swapped minds with Spider-Man, but Parker's lingering memories and goodness ultimately inspired Octavius to fight evil as the "Superior Spider-Man." Eventually, Octavius came to realize that Parker was the better hero and relinquished control of Spider-Man's body to him. After downloading a copy of his consciousness into the robotic Living Brain, Octavius then transferred into a clone synthesis of Peter Parker and Octavius. Octavius later struck a bargain with the demonic Mephisto to return to his Doctor Octopus body and mind so he could better understand and defeat another criminal mastermind. Whether Octavius will resume his criminal endeavors remains to be seen.

Height: 5'9"

Weight: 245 lbs.

Eyes: Brown

Hair: Brown

Strength level: Doctor Octopus possesses the normal human strength of a man his age, height, and build who engages in no regular exercise. Each tentacle can lift approximately 8 tons and grip with 175 pounds per square inch.

Known superhuman powers: Doctor Octopus can psionically control his four tentacles and "feel" basic sensations with them.

Abilities: Doctor Octopus is one of the world's leading authorities on nuclear radiation and its effects on human physiology. He is also a brilliant engineer and inventor.

Weapons: Doctor Octopus utilizes four mentally controlled, telescoping, prehensile, titanium-steel tentacles that are attached to a stainless-steel harness he wears around his torso. Each tentacle can extend to 24 feet in length, is powered by a small nuclear-powered thermoelectric generator, can move at 90 feet per second, and can strike with the force of a jackhammer. He can use his tentacles to scale walls and move up to 50 mph.

#74 HANDBOOK VARIANT BY DAVID BALDEÓN & ISRAEL SILVA; TEXT BY MIKE O'SULLIVAN

LIZARD

Real name: Curtis Connors

Occupation: Leading researcher in biogenetics, college professor

Legal status: United States citizen with a criminal record

Other current aliases: None

Identity: Known to authorities

Place of birth: Coral Gables, Florida

Marital status: Widower

Known relatives: Martha Connors (wife), William Connors (son)

Group affiliation: Formerly Sinister Twelve

Base of operations: New York City, New York, and West Palm Beach, Florida

First appearance and origin: AMAZING SPIDER-MAN #6 (1963)

History: Army surgeon Dr. Curt Connors' right arm was amputated after a war wound turned gangrenous. Unable to perform surgery any longer, Connors was inspired by a reptile's ability to regenerate lost limbs and became a leading authority in reptilian molecular biology and DNA. After creating a formula to regenerate human limbs, Connors ingested it and regrew his arm. However, the chemical mixture turned him into a bestial human lizard aiming to destroy humans with an army of cold-blooded creatures. Spider-Man (Peter Parker) used his own scientific knowledge and Connors' notes to make an antidote that he forced the Lizard to take, temporarily returning Connors to his human form. Since then, Connors has periodically transformed into the violent Lizard, often battling Spider-Man. Sometime after a maddened Lizard ate Billy, the Jackal (Ben Reilly) cloned Martha and Billy to entice Connors to help him in his failed quest to defeat death by killing all humans and transferring their minds into replaceable clone bodies. To save his family from dying again, Connors was forced to inject them with the Lizard formula, granting them Lizard transformations as well. Whether the Connors family will be able to control their Lizard personas remains to be seen.

Height: (Connors) 5'11"; (Lizard) 6'8" (variable)

Weight: (Connors) 175 lbs.; (Lizard) 550 lbs. (variable)

Eyes: (Connors) Blue; (Lizard) Red pupils

Hair: (Connors) Brown; (Lizard) None

Strength level: Curtis Connors possesses the normal human strength of a man of his age, height, and build who engages in minimal regular exercise. As the Lizard, he can lift (press) 12 tons.

Known superhuman powers: The Lizard can regenerate limbs, release pheromones to induce violence in others, and has a superior reaction time in moderate to warm climates. He can jump 12 feet in a standing high jump and 18 feet in a standing broad jump and run at speeds up to 45 miles per hour. He has an alligator-like hide capable of resisting small-caliber bullets, his 6.5-foot-long tail can be whipped at speeds up to 70 miles per hour, and scores of tiny claws on his fingers and toes enable him to adhere to most surfaces. He can quasi-telepathically communicate and command reptiles within a one-mile radius.

Limitations: When Connors transforms into the Lizard, the R-complex in his brain takes over, making him more bestial and inhuman. Due to his cold blood, exposure to low temperatures can slow his reflexes, and extremely cold temperatures can induce hibernation.

Abilities: Connors is a brilliant medical doctor and surgeon who holds twin doctorates in biology and mutagenic biochemistry and is a leading herpetologist.

#74 HANDBOOK VARIANT BY DAVID BALDEÓN & ISRAEL SILVA; TEXT BY MIKE O'SULLIVAN

VULTURE

Real name: Adrian Toomes

Occupation: Professional criminal, former electronics engineer

Legal status: Citizen of the United States with a criminal record

Other current aliases: None

Identity: Publicly known

Place of birth: Staten Island, New York

Marital status: Widower

Known relatives: Unidentified wife (deceased), Valeria Jessup (daughter), Frankie Toomes (son), Lenora Toomes (daughter-in-law, deceased), Tiana Toomes (Starling, granddaughter), unidentified son, Ramona (last name unrevealed, daughter-in-law), two unidentified grandsons

Group affiliation: Savage Six, Sinister Six

Base of operations: New York City area

First appearance: AMAZING SPIDER-MAN #2 (1963)

Origin: AMAZING SPIDER-MAN #241 (1983)

History: While engineer Adrian Toomes' attention was focused on creating a harness that would enable the wearer to fly, his business partner, Gregory Bestman, embezzled funds from their small electronics firm and manipulated papers so that the company was only in Bestman's name. After discovering the harness also granted superhuman strength, and despite his advanced age, Toomes set out to terrorize Bestman as the Vulture, and decided to pursue superhuman crime. Vulture's activities eventually brought him into conflict with the crimefighting Spider-Man (Peter Parker), who repeatedly defeated the Vulture even when Vulture teamed with other Spider-Man villains in the Sinister Six. During a later battle with Spider-Man, Vulture grabbed May Parker as a human shield, not knowing she was Spider-Man's aunt. While trying to help her, May's companion and Toomes' friend Nathan Lubensky leaped onto Vulture but suffered a fatal heart attack when the Vulture ascended into the air. Lubensky's death exacerbated the animosity between Vulture and Spider-Man, one that continues to the present. When Vulture's daughter-in-law died during surgery, Vulture became the guardian of his granddaughter, Tiana, for whom he created a similar flight suit. Tiana used the suit to become the superhuman Starling. Vulture remains a threat to society and is at large, working closely with a group of animal-themed superhumans as the Savage Six.

Height: 5'11"

Weight: 175 lbs.

Eyes: Hazel

Hair: None (formerly Brown)

Strength level: Vulture possesses the normal human strength of a man of his age, height, and build who engages in moderate exercise. His harness somehow enhances his musculature, allowing him to lift (press) 700 lbs.

Known superhuman powers: After years of exposure to his flight harness, Vulture can levitate unaided.

Limitations: Vulture is sometimes hindered by his advanced age and poor health.

Abilities: Vulture is a brilliant electronics engineer, inventor, and chemist.

Weapons: Vulture wears an electromagnetic flying harness powered by an anti-graviton generator, which allows him to fly at 95 miles per hour for up to six hours at a maximum altitude of 11,000 feet. The harness' wings can cut concrete, and his costume is armored. Vulture has utilized conventional firearms, a lasso, oil sprayers, tractor beams, grenades, and a device that absorbed the life force of others to temporarily restore his youth.

#74 HANDBOOK VARIANT BY DAVID BALDEÓN & ISRAEL SILVA; TEXT BY MIKE O'SULLIVAN

SHOCKER

Real name: Herman Schultz

Occupation: Professional criminal

Legal status: Citizen of the United States with a criminal record

Other current aliases: None

Identity: Publicly known

Place of birth: New York City, New York

Marital status: Divorced

Known relatives: Unidentified mother (deceased), unidentified father, Martin Schultz (brother, deceased), unidentified ex-wife

Group affiliation: Sinister Six

Base of operations: New York City, New York

First appearance and origin: AMAZING SPIDER-MAN #46 (1967)

History: Failed burglar Herman Schultz was serving his third prison term when he used stolen prison-workshop parts to create a device that projected powerful vibrational waves. After using it to escape, he created a special uniform that absorbed the device's shockwave feedback, mounted a projector on each wrist, and began a professional criminal career as the Shocker. However, Shocker was repeatedly defeated by Spider-Man (Peter Parker) and sent back to prison. During a time when Shocker was out of prison, the Punisher (Frank Castle) and the Scourge of the Underworld killed numerous super villains, causing Shocker to suffer panic attacks that, combined with his eroded confidence from constant defeats by costumed super heroes, resulted in his crippling incompetence as a criminal. Shocker subsequently joined forces with other B-level super villains led by Boomerang (Fred Myers) as the Sinister Six, but this group eventually broke up due to the members' self-serving, double-crossing natures. After a positive encounter with She-Hulk (Jennifer Walters), who spoke with him instead of beating him up, Shocker voiced a desire to be a hero instead of a criminal. Despite this, Shocker later tried to rob a Manhattan bank. The hero Rogue (Anna Marie LeBeau) opposed his plan until she had to divert her attention to fight invading monsters from the Darkforce dimension. Seeing the threat to innocents, Shocker aided Rogue in this battle. Because of this, Rogue later served as a character witness when Shocker stood trial for his various crimes, testifying he had potential to be redeemed.

Height: 5'9"

Weight: 175 lbs.

Eyes: Brown

Hair: Brown

Strength level: Shocker possesses the normal human strength of a man of his age, height, and build who engages in moderate exercise. When enhanced by his vibro-shock units, he can punch with the equivalent of superhuman strength.

Known superhuman powers: None

Paraphernalia: Shocker uses two wrist-mounted vibro-shock units to project high-pressure air blasts that hit with concussive force powerful enough to crumble concrete, shatter metal, or gravely damage a human body. He wears a heavily padded suit to protect himself from the effects of his weapons; the suit is bulletproof and projects a vibrational shield that deflects blows and allows him to escape any grasp. Shocker has also used high-tech firearms.

Abilities: Shocker is a gifted, self-taught inventor, a skilled safecracker, and trained in the use of firearms.

#74 HANDBOOK VARIANT BY DAVID BALDEÓN & ISRAEL SILVA; TEXT BY MIKE O'SULLIVAN

"Readers and longtime Spider-Man fans alike are all in for a surprise."
—The Comicbook Dispatch

NICK SPENCER'S SPIDER-MAN SAGA REACHES NEW HEIGHTS!

THE SINISTER WAR BETWEEN DOCTOR OCTOPUS AND THE VULTURE is about to turn Spider-Man's life upside down! And the fact that "King's Ransom" and "Chameleon Conspiracy" already did that twice over might give you an idea of just how hard this latest crisis is going to be for the wall-crawler! But as two of the deadliest teams of villains ever to exist go to all-out war with both Spidey and each other, what is Kindred's role in the chaos – and what is his horrific endgame? There's simply no way of describing how intense and impossible this situation is for Peter Parker!

COLLECTING ***AMAZING SPIDER-MAN (2018) #70-74*** – BY NICK SPENCER, CHRISTOS GAGE, FEDERICO VICENTINI, FEDERICO SABBATINI, ZÉ CARLOS, MARCELO FERREIRA, CARLOS GÓMEZ, MARK BAGLEY, DIO NEVES, IVAN FIORELLI, VICTOR OLAZABA, ALEX SINCLAIR, ANDREW CROSSLEY AND EDGAR DELGADO.

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MARVEL